

## Annual General Meeting of Bittium Corporation

**Time:** April 14, 2021 at 1.00 pm

**Place:** Bittium's headquarters at Ritaharjuntie 1, 90590 Oulu, Finland

**Present:** The Board of Directors of Bittium has by virtue of Section 2, Subsection 2 of the temporary legislative act 677/2020 to limit the spread of the Covid-19 pandemic ("Temporary Act"), resolved that the company's shareholders and their proxy representatives may participate in the meeting and exercise shareholder rights only through voting in advance as well as by making counterproposals and asking questions in advance.

The shareholders set out in the list of votes ([Appendix 1](#)) adopted at the meeting were represented at the meeting.

Present at the meeting were Chairman of the Board of Directors Mr. Erkki Veikkolainen (remote access), members of the Board of Directors Mr. Pekka Kempainen (remote access), Mr. Veli-Pekka Paloranta (remote access) and Ms. Riitta Tiuraniemi (remote access), candidate to the Board of Directors Mr. Petri Toljamo (remote access), Chief Legal Officer Mr. Kari Jokela, Chairman of the General Meeting, attorney-at-law, Mr. Manne Airaksinen, person elected to confirm the minutes and to verify the counting of votes Mr. Matias Oikarinen, the responsible auditor appointed by the company's audit firm Mr. Jari Karppinen (remote access) and technical personnel.

In addition, the representative of the company's annual general meeting registration and voting service provider Euroclear Finland Oy, Lotta Kärkäs was present via remote connection.

### 1 §

#### OPENING OF THE MEETING

The Chairman of the Board of Directors Mr. Erkki Veikkolainen opened the meeting.

### 2 §

#### CALLING THE MEETING TO ORDER

Mr. Manne Airaksinen, attorney-at-law, acted as the Chairman of the Annual General Meeting in accordance with the notice to the Annual General Meeting and he called Mr. Kari Jokela, Chief Legal Officer, to act as secretary.

It was recorded that the proposals of the three largest shareholders of the company to the Annual General Meeting had been published by a stock exchange release on March 22, 2021 as well as on the company's website on the same day. Further, the proposals of the Board of Directors had been included in the meeting notice published on March 22, 2021, and they were also published on the company's website on the same day.

The Chairman noted that in order to guarantee the health and safety of the company's shareholders, personnel and other stakeholders, the company has resolved to arrange the General Meeting in accordance with Section 2, Subsection 2 of the Temporary Act so that the company's shareholders and their proxy representatives may participate in the meeting and exercise shareholder rights only through voting in advance as well as by making counterproposals and asking questions in advance.

It was recorded that by the deadline on March 25, 2021 at 6.00 pm no counterproposals by shareholders were made. Shareholders have had the right to ask questions referred to in Chapter 5, Section 25 of the Companies Act by March 29, 2021 at 4.00 p.m. It was recorded that by the deadline fifteen (15) questions had been submitted to the company, which had been replied to on the company's website on April 1, 2021.

As participation in the Annual General Meeting has been possible only in advance, all agenda items have been subject to voting. The Chairman noted in addition that the proposals in all agenda items may have been opposed without making a counterproposal in accordance with the Temporary Act. Further, the Chairman noted that shareholders have had the right to demand minority dividend in agenda item 8. A summary of the votes cast in the advance voting conducted by Euroclear Finland Ltd was attached to the minutes ([Appendix 2](#)).

The Chairman further noted that a shareholder may have refrained from providing a proper voting instruction in each particular agenda item, in which case such shareholder has not been recorded to have been represented at the Annual General Meeting in that specific agenda item. Therefore, the number of shareholders and shares being represented in each agenda item is not the same.

It was recorded that in addition to the Companies Act and the Temporary Act, as well as the government bill thereto, company practice and recommendations of the Advisory Board of Finnish Listed Companies were adhered to in terms of the meeting arrangements. It was recorded that to the company's or Euroclear Finland Ltd's knowledge no technical or other issues or uncertainties had arisen regarding the advance voting or meeting arrangements in general, and that the shareholders' right to participate and the validity of counting of the votes had been able to be clarified in a manner equivalent to the processes adhered to in a normal general meeting.

### 3 §

#### **ELECTION OF THE PERSON TO SCRUTINIZE THE MINUTES AND TO VERIFY THE COUNTING OF VOTES**

Mr. Matias Oikarinen, Master of Laws, acted as the person to confirm the minutes and to supervise the counting of votes in accordance with the notice to the Annual General Meeting

### 4 §

#### **RECORDING THE LEGALITY OF THE MEETING**

It was recorded that the notice to the meeting had been published on the company's website and as a stock exchange release on March 22, 2021.

It was noted that no considerations had been presented to the company regarding the legality of the meeting in the procedure concerning the Annual General Meeting.

It was recorded that the Annual General Meeting had been convened in accordance with the articles of association, the Companies Act and the Temporary Act and that the meeting therefore constituted a quorum.

The notice to the meeting, which included the proposals of the Board of Directors and the three largest shareholders, was attached to the minutes ([Appendix 3](#)).

**5 §**

**RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

A list recording the shareholders who had voted in advance either in person or by proxy, and who had the right to participate in the General Meeting pursuant to Chapter 5, Sections 6 and 6 a of the Finnish Companies Act, was presented. It was recorded that 264 shareholders, representing 12,672,801 shares and votes in total, had participated in the advance voting. The attendance status and list of votes was attached to the minutes ([Appendix 1](#)).

**6 §**

**PRESENTATION OF THE ANNUAL ACCOUNTS AND CONSOLIDATED ANNUAL ACCOUNTS, THE ANNUAL REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2020**

It was noted that as participation in the Annual General Meeting has been possible only in advance, the company's annual report, which the company had published on March 19, 2021, including the company's annual accounts, the consolidated annual accounts, the annual report of the Board of Directors and the auditor's report, and which is available on the company's website, is deemed to have been presented to the Annual General Meeting.

The annual accounts were attached to the minutes ([Appendix 4](#)).

Jari Karppinen, the company's auditor with principal responsibility for the financial year 2020, confirmed the content of the auditor's report.

The auditor's report was attached to the minutes ([Appendix 5](#)).

It was further noted that a report by the CEO Hannu Huttunen has been available on the company's website from March 23, 2021.

**7 §**

**ADOPTION OF THE ANNUAL ACCOUNTS**

It was recorded that 10,175,859 shares and votes, representing approximately 28.50 percent of all shares and votes in the company, participated in the voting. For the adoption of the annual accounts 10,088,759 votes were cast, representing approximately 99.14 percent of the total votes cast, and against the adoption of the annual accounts 87,100

votes were cast, representing approximately 0.86 percent of the total votes cast. 121,871 shares were represented in the agenda item but abstained from casting a vote.

Based on the voting results, the Annual General Meeting adopted the annual accounts and the consolidated annual accounts for the financial year January 1, 2020 – December 31, 2020.

**8 §**

**RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE DISTRIBUTION OF DIVIDEND**

It was recorded that according to the balance sheet of the parent company as at December 31, 2020, the distributable funds of the parent company were approximately EUR 118,979,681.46 of which the profit for the financial year was approximately EUR 2,220,655.48.

It was recorded that the Board of Directors had proposed to the Annual General Meeting that no dividend be distributed by the Annual General Meeting based on the adopted balance sheet for the financial period January 1, 2020 - December 31, 2020. The proposal of the Board of Directors was attached to the minutes ([Appendix 6](#)).

It was recorded that in accordance with the requirements of the Temporary Act the shareholders have as an alternative to the Board of Directors' proposal had the right to demand a minority dividend pursuant to Chapter 13, Section 7 of the Companies Act. The aggregate amount of the minority dividend is half of the profit for the financial period, which corresponds to EUR 1,110,327.74 or EUR 0.0311 per share.

It was recorded that shareholders who represent a total of 3,736,214 shares, representing approximately 10.46 percent of all shares in the company had demanded a minority dividend in the advance vote conducted in accordance with the Temporary Act. The minority dividend must be distributed to all shareholders, if a demand to this effect is supported by shareholders who have at least one tenth of all shares. It was recorded that a sufficient qualified minority had demanded distribution of a minority dividend and thereby the above-mentioned minority dividend must be distributed.

It was recorded that according to the evaluation of the company's Board of Directors, payment of the minority dividend will not compromise the company's solvency.

Based on the voting result concerning minority dividend, the Annual General Meeting decided that a minority dividend corresponding to half of the profit of Bittium Corporation for the financial period shall be paid in accordance with Chapter 13, Section 7 of the Companies Act. It was recorded that pursuant to the rules of the Finnish book-entry system, the dividend record date shall be April 16, 2021 and the dividend shall be paid on April 23, 2021.

It was further noted that 10,618,239 shares and votes, representing approximately 29.74 percent of all shares and votes in the company, participated in the voting on the original dividend proposal of the Board of Directors. In the said vote, 9,171,477 votes were cast for the proposal of the Board of Directors, representing approximately 86.37 percent of the total votes cast, and against the proposal of the Board of Directors 1,446,762 votes were

cast, representing approximately 13.63 percent of the total votes cast. 395,214 shares were represented in the agenda item but abstained from casting a vote. However, as mentioned above, the Annual General Meeting decided on the distribution of a minority dividend instead of approving the proposal by the Board of Directors.

**9 §**

**RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENT AND CEO FROM LIABILITY FOR THE FINANCIAL YEAR 2020**

It was recorded that 8,568,320 shares and votes, representing approximately 24.00 percent of all shares and votes in the company, participated in the voting. For the discharge from liability 7,901,435 votes were cast, representing approximately 92.22 percent of the total votes cast, and against the discharge from liability 666,885 votes were cast, representing approximately 7.78 percent of the total votes cast. 457,499 shares were represented in the agenda item but abstained from casting a vote.

It was recorded that persons who had acted as members of the Board of Directors and as CEO during the financial year January 1, 2020 – December 1, 2020 were not eligible to participate in the voting in this agenda item.

Based on the voting results, the Annual General Meeting decided to discharge the members of the Board of Directors and the President and CEO from liability for the financial period January 1, 2020 – December 31, 2020.

**10 §**

**HANDLING OF THE REMUNERATION REPORT FOR GOVERNING BODIES**

It was recorded that as participation in the Annual General Meeting has been possible only in advance, the company's Remuneration Report published by a stock exchange release on March 19, 2021, which has been available on the company's website, is deemed to have been presented to the Annual General Meeting. The Remuneration Report 2020 describes the implementation of the company's Remuneration Policy and provides information on the remuneration of the company's governing bodies during the financial year 2020.

It was noted that the General Meeting's resolution on the Remuneration Report was advisory.

The Remuneration Report was attached to the minutes ([Appendix 7](#)).

It was recorded that 9,560,658 shares and votes, representing approximately 26.78 percent of all shares and votes in the company, participated in the voting. For the Remuneration Report 9,296,185 votes were cast, representing approximately 97.23 percent of the total votes cast, and against the Remuneration Report 264,473 votes were cast, representing approximately 2.77 percent of the total votes cast. 243,696 shares were represented in the agenda item but abstained from casting a vote.

Based on the voting results, it was recorded, that the Annual General Meeting decided to support the presented Remuneration Report. It was recorded that no considerations were

presented to the company regarding the Remuneration Report in the procedure concerning the General Meeting.

**11 §**

**RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that the three largest shareholders of the company had proposed to the Annual General Meeting that a monthly remuneration be paid to the members of the Board of Directors to be elected for the term of office ending at the end of the next Annual General Meeting, as follows:

to the chairman of the Board of Directors EUR 3,150, and  
to the other members of the Board of Directors EUR 1,800 each.

In accordance with the proposal, the members of the Board of Directors are entitled to compensation for attending Board meetings and Board Committee meetings as follows:

to the chairman of the Board of Directors EUR 875 for each Board meeting,  
to the other members of the Board of Directors EUR 500 for each Board meeting.

In addition, the members of the Board of Directors are entitled to compensation for attending Committee meetings as follows:

the chairman of the Committee EUR 600 for each Board Committee meeting, and  
other Committee members EUR 400 for each Board Committee meeting.

The above-mentioned shareholders had proposed to the Annual General Meeting that 50 percent of the total amount of the monthly remuneration of the members of the Board of Directors shall be paid at once as Bittium Corporation's shares acquired for the price formed in public trading, through share issue or, in special circumstances if share based remuneration cannot be paid for some reason, in money. The shares shall be acquired according to the share purchase program of the company. A member of the Board of Directors may not transfer the shares received as remuneration before his/her membership in the Board of Directors has ended.

Furthermore, the above-mentioned shareholders had proposed to the Annual General Meeting that the travel expenses of the members of the Board of Directors shall be compensated in accordance with the company's travel compensation policy.

The proposal of the three largest shareholders was attached to the minutes ([Appendix 6](#)).

It was recorded that 9,916,011 shares and votes, representing approximately 27.77 percent of all shares and votes in the company, participated in the voting. For the proposal of the shareholders 9,814,801 votes were cast, representing approximately 98.98 percent of the total votes cast, and against the proposal of the shareholders 101,210 votes were cast, representing approximately 1.02 percent of the total votes cast. 165,941 shares were represented in the agenda item but abstained from casting a vote.

Based on the voting result the Annual General Meeting decided that remuneration will be paid to the members of the Board of Directors to be elected in accordance with the proposal of the three largest shareholders.

**12 §**

**RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that the three largest shareholders of the company had proposed to the Annual General Meeting that the number of members of the Board of Directors shall be five (5).

The proposal of the three largest shareholders was attached to the minutes ([Appendix 6](#)).

It was recorded that 10,617,381 shares and votes, representing approximately 29.74 percent of all shares and votes in the company, participated in the voting. For the proposal of the shareholders 9,214,227 votes were cast, representing approximately 86.78 percent of the total votes cast, and against the proposal of the shareholders 1,403,154 votes were cast, representing approximately 13.22 percent of the total votes cast. 263,860 shares were represented in the agenda item but abstained from casting a vote.

Based on the voting result the Annual General Meeting decided, in accordance with the proposal of the three largest shareholders, that the number of members of the Board of Directors shall be five (5).

**13 §**

**ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that the three largest shareholders of the company had proposed to the Annual General Meeting that for a term of office expiring at the end of the next Annual General Meeting following the election, the following current Board members be re-elected:

Erkki Veikkolainen,  
Riitta Tiuraniemi,  
Veli-Pekka Paloranta and  
Pekka Kemppainen.

and that Petri Toljamo be elected as a new member of the Board of Directors.

The proposal of the three largest shareholders was attached to the minutes ([Appendix 6](#)).

It was noted that current members of the Board Mr. Juha Putkiranta and Mr. Seppo Mäkinen had stated to the above mentioned three largest shareholders that they will no longer be available for election as members of the Board of Directors.

It was recorded that 10,191,233 shares and votes, representing approximately 28.55 percent of all shares and votes in the company, participated in the voting. For the proposal of the shareholders 9,186,635 votes were cast, representing approximately 90.14 percent of the total votes cast, and against the proposal of the shareholders 1,004,598 votes were

cast, representing approximately 9.86 percent of the total votes cast. 324,968 shares were represented in the agenda item but abstained from casting a vote.

Based on the voting result, the Annual General Meeting decided on the election of the members of the Board of Directors in accordance with the proposal of the three largest shareholders.

**14 §**

**RESOLUTION ON THE REMUNERATION OF THE AUDITOR**

It was recorded that based on the recommendation of the Audit Committee, the Board of Directors had proposed to the Annual General Meeting that the remuneration to the auditor to be elected would be paid against the auditor's reasonable invoice.

The proposal of the Board of Directors was attached to the minutes ([Appendix 6](#)).

It was recorded that 9,966,498 shares and votes, representing approximately 27.92 percent of all shares and votes in the company, participated in the voting. For the proposal of the Board of Directors 9,966,398 votes were cast, representing more than 99.99 percent of the total votes cast, and against the proposal of the Board of Directors 100 votes were cast, representing less than 0.01 percent of the total votes cast. 111,530 shares were represented in the agenda item but abstained from casting a vote.

Based on the voting results, the Annual General Meeting decided in accordance with the proposal of the Board of Directors that the remuneration to the auditor to be elected shall be paid against the auditor's reasonable invoice.

**15 §**

**ELECTION OF AUDITOR**

It was recorded that based on the proposal of the Audit Committee the Board of Directors had proposed to the Annual General Meeting that, for a term of office expiring at the end of the next Annual General Meeting, Ernst & Young Oy, authorized public accountants, be re-elected auditor of the company. Ernst & Young Oy has notified that Mr. Jari Karppinen, APA, will act as responsible auditor.

The proposal of the Board of Directors was attached to the minutes ([Appendix 6](#)).

It was recorded that the proposed auditor had given its consent to the election.

It was recorded that 9,934,935 shares and votes, representing approximately 27.83 percent of all shares and votes in the company, participated in the voting. For the proposal of the Board of Directors 9,934,835 votes were cast, representing more than 99.99 percent of the total votes cast, and against the proposal of the Board of Directors 100 votes were cast, representing less than 0.01 percent of the total votes cast. 107,059 shares were represented in the agenda item but abstained from casting a vote.

Based on the voting result, the Annual General Meeting decided, in accordance with the proposal of the Board of Directors, that Ernst & Young Oy, authorized public accountants, be re-elected auditor of the company for a term of office ending at the end of the next Annual General Meeting. It was recorded that Ernst & Young Oy had notified that Mr. Jari Karppinen, APA, will act as responsible auditor.

16 §

**AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF OWN SHARES**

It was recorded that the Board of Directors had proposed to the Annual General Meeting that the Board of Directors be authorized to decide on the repurchase of the company's own shares as follows:

The number of own shares to be repurchased shall not exceed 3,500,000 shares, which corresponds to approximately 9.80 per cent of all the shares in the company as at the date of the General Meeting. Only the unrestricted equity of the company can be used to repurchase own shares on the basis of the authorization.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors decides how own shares will be repurchased. Own shares can be repurchased using, inter alia, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

The authorization cancels the authorization given by the General Meeting on June 15, 2020 to decide on the repurchase of the company's own shares.

The authorization is effective until June 30, 2022.

The proposal of the Board of Directors was attached to the minutes ([Appendix 6](#)).

It was recorded that 9,677,744 shares and votes, representing approximately 27.11 percent of all shares and votes in the company, participated in the voting. For the proposal of the Board of Directors 9,656,363 votes were cast, representing approximately 99.78 percent of the total votes cast and approximately 98.52 percent of the shares represented at the meeting, and against the proposal of the Board of Directors 21,381 votes were cast, representing approximately 0.22 percent of the total votes cast and approximately 0.22 percent of the shares represented at the meeting. 123,356 shares were represented in the agenda item but abstained from casting a vote.

Based on the voting results, the Annual General Meeting decided, in accordance with the proposal of the Board of Directors, to authorize the Board of Directors to decide on the repurchase of the company's own shares.

17 §

**AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AS WELL AS THE ISSUANCE OF SPECIAL RIGHTS ENTITLING TO SHARES**

It was recorded that the Board of Directors had proposed to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act as follows:

The number of shares to be issued shall not exceed 3,500,000 shares, which corresponds to approximately 9.80 per cent of all of the shares in the company as at the date of the General Meeting.

The Board of Directors decides on all the conditions of the issuance of shares and of special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

The authorization cancels the authorization given by the General Meeting on June 15, 2020 to decide on the issuance of shares as well as the issuance of special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act.

The authorization is effective until June 30, 2022.

The proposal of the Board of Directors was attached to the minutes ([Appendix 6](#)).

It was recorded that 9,691,166 shares and votes, representing approximately 27.14 percent of all shares and votes in the company, participated in the voting. For the proposal of the Board of Directors 9,501,942 votes were cast, representing approximately 98.05 percent of the total votes cast and approximately 96.09 percent of the shares represented at the meeting, and against the proposal of the Board of Directors 189,224 votes were cast, representing approximately 1.95 percent of the total votes cast and approximately 1.91 percent of the shares represented at the meeting. 197,110 shares were represented in the agenda item but abstained from casting a vote.

Based on the voting results, the Annual General Meeting decided, in accordance with the proposal of the Board of Directors, to authorize the Board of Directors to decide on the issuance of shares as well as on the issuance of special rights entitling to shares referred to in chapter 10 section 1 of the Finnish Companies Act.

18 §

**DECISION MAKING ORDER**

It was recorded that the resolutions made at the Annual General Meeting were in each agenda item based on the votes cast in the advance voting conducted by Euroclear Finland Ltd in accordance with the Temporary Act and recorded in the minutes.

**19 §**

**CLOSING OF THE MEETING**

The Chairman stated that all items on the agenda had been considered and that the minutes of the meeting would be available on the company's website as from April 28, 2021 at the latest.

The Chairman closed the meeting at 1.15 p.m.

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Chairman of the General Meeting:

**MANNE AIRAKSINEN**  
Manne Airaksinen

In fidem:

**KARI JOKELA**  
Kari Jokela

Minutes reviewed and approved:

**MATIAS OIKARINEN**  
Matias Oikarinen

**Appendices**

<u>Appendix 1</u>	Attendance status and list of votes
<u>Appendix 2</u>	Summary of votes cast in in the advance voting and voting results
<u>Appendix 3</u>	Notice to the Annual General Meeting
<u>Appendix 4</u>	Annual accounts
<u>Appendix 5</u>	Auditor's report
<u>Appendix 6</u>	Proposals to the Annual General Meeting by the Board of Directors and the three largest shareholders
<u>Appendix 7</u>	Remuneration Report